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Additional Counsel Listed Below.

Attorneys for Plaintiffs, CARIN and EDWARD MILLIGAN, DAMASHATA WASHINGTON,
 California residents, on behalf of themselves and all others similarly situated

UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA

Case No. C09-05418

CARIN and EDWARD
 MILLIGAN, DAMASHATA
 WASHINGTON, California
 residents, on behalf of themselves
 and all others similarly situated,

Plaintiffs,

v.

TOYOTA MOTOR SALES, U.S.A.,
 INC., a California corporation and
 TOYOTA MOTOR
 CORPORATION, a foreign
 corporation,

Defendants.

**STIPULATION AND ~~PROPOSED~~ ORDER
 RE: FILING OF CONDITIONAL THIRD
 AMENDED COMPLAINT**

I. STIPULATION

The parties in the above-captioned case hereby stipulate through their undersigned counsel as follows:

WHEREAS the parties have reached a settlement that provides relief for any person in the United States, including the Commonwealth of Puerto Rico, who purchased or leased RAV4 sport utility vehicles with automatic transmissions, model years 2001 to 2003, manufactured and sold by Toyota Motor Sales, U.S.A., Inc., and Toyota Motor Corporation (herein collectively referred to as “Toyota”).

WHEREAS Plaintiffs in the above-captioned matter wish to amend their Second Amended Complaint to reflect the nationwide class contemplated by the Settlement;

WHEREAS Toyota Defendants have reviewed Plaintiffs’ proposed Conditional Third Amended Complaint, attached hereto as Exhibit A;

WHEREAS the parties agree that this stipulation is subject to revocation at any time in the event that: (i) the Court does not enter an order finally approving the Settlement (“Final Approval Order”); (ii) any such Final Approval Order does not become final for any reason; or (iii) the Settlement is terminated. Upon such revocation, the Second Amended Complaint filed on March 9, 2010 (Dkt. No. 27) shall again become the operative complaint for all purposes as if the proposed Third Amended Complaint had never been filed;

WHEREAS the parties agree that Toyota’s time to respond to the Conditional Third Amended Complaint shall be stayed pending the settlement approval process;

NOW THEREFORE, the parties by and through their undersigned counsel, stipulate and agree that Plaintiffs should be granted leave to file the Conditional Third Amended Complaint.

IT IS SO STIPULATED.

1 Dated: March 31, 2011.

2 TERRELL MARSHALL
3 DAUDT & WILLIE PLLC

SHOOK, HARDY & BACON LLP

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Attorneys for Defendants

II. ORDER

Based on the foregoing stipulation of the parties and good cause appearing, therefore,
IT IS HEREBY ORDERED that Plaintiffs may file a Conditional Third Amended
Complaint that substantially conforms to the proposed Conditional Third Amended Complaint
attached hereto as Exhibit A.

DATED this 12th day of ^{May}~~April~~, 2011.



THE HON. RICHARD G. SELBORG